



Notice convening the Annual General Meeting of XANO Industri AB (publ)

Shareholders of XANO Industri AB (publ), corporate identity number 556076-2055, are invited to attend the Annual General Meeting (AGM) to be held on Thursday 15 May 2025 at 4:00 p.m. at Elmia Kongress & Konserthus, Elmiavägen 15, Jönköping, Sweden. Registration will begin at 3:15 p.m.

NOTIFICATION AND REGISTRATION

Shareholders who wish to attend the meeting must be recorded as shareholder in the share register kept by Euroclear Sweden AB on 7 May 2025 and give notice of intent to participate to the company not later than Friday 9 May 2025 according to the instructions below.

Shareholders whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the meeting, temporarily re-register the shares in their own name in accordance with the nominee's routines, at such time in advance as decided by the nominee. Voting-rights registration that has been made by the nominee not later than 9 May 2025 will be taken into account in the preparation of the share register.

Notice of intent to participate must be given by email to ir@xano.se. Please state name, personal or corporate identity number, address and telephone number and, if appropriate, the name of any advisors (maximum two). If participation is supported by power of attorney, this should be sent to the company prior to the AGM. If the shareholder is a legal entity, a registration certification or an equivalent authorisation document must be enclosed along with the power of attorney.

PROPOSED AGENDA

1. Opening of the AGM.
2. Election of Chair of the AGM.
3. Election of one or two persons to verify the minutes.
4. Preparation and approval of voting list.
5. Approval of the agenda.
6. Determination of whether the AGM has been duly convened.
7. Presentation of the Annual Report and Auditor's Report, and the Group Accounts and Auditor's Report for the Group.
8. Resolution in respect of adoption of the Income Statement and Balance Sheet, and the Consolidated Income Statement and Consolidated Balance Sheet.
9. Resolution in respect of allocation of the company's profit in accordance with the adopted Balance Sheet, and resolution on record date.
10. Resolution in respect of discharge from liability of the Board members and the CEO for the period to which the accounts relate.
11. Determination of the number of Board members and Auditors.
12. Determination of fees to the Board of Directors and Auditors.
13. Election of Board members, Chair of the Board and Auditors.
14. Resolution on Nomination Committee.
15. Resolution on remuneration report.
16. Resolution on authorisation for the Board of Directors to resolve on repurchase and transfer of the company's own shares.
17. Resolution on authorisation for the Board of Directors to resolve on new share issue.
18. Any other business.
19. Closing of AGM.

PROPOSALS FOR RESOLUTIONS**Chair of the AGM (item 2)**

The Nomination Committee proposes that Chair of the Board Fredrik Rapp be elected as Chair of the AGM or, in the event he is prevented from participating, the person appointed by the Nomination Committee.

Allocation of the company's profit (item 9)

The Board of Directors proposes that no dividend be paid for the financial year 2024 and that the available funds be carried forward.

Board of Directors, Auditor and fees (items 11–13)

The Nomination Committee proposes:

- » That the Board of Directors shall consist of six members.
- » That remuneration to the Board of Directors shall amount in total to SEK 1,665,000, to be distributed with SEK 365,000 to the Chair of the Board and SEK 260,000 each to other Board members.
- » That SEK 20,000 shall be paid to each member of the Remuneration Committee and that SEK 35,000 shall be paid to the members of the Audit Committee and SEK 70,000 to the Chair of the Audit Committee.
- » That fees to the Auditor shall be paid against specified invoices, reviewed and approved by the Board of Directors.
- » Re-election of Board members Anna Benjamin, Pontus Cornelius, Petter Fägersten, Vibeke Gyllenram, Jennie Hammer Viskari and Fredrik Rapp. Per Rodert has declined re-election.
- » Re-election of Fredrik Rapp as Chair of the Board.
- » Re-election of KPMG AB as the Auditor of the company for the time until the closing of the 2026 AGM.

Nomination Committee (item 14)

Shareholders jointly representing more than 80 per cent of the votes for all shares in the company propose that the AGM adopts revised instructions for the Nomination Committee.

Remuneration report (item 15)

The Board of Directors proposes that the AGM approves the remuneration report for the 2024 financial year.

Authorisation for repurchase and transfer of own shares (item 16)

The Board of Directors proposes that the AGM renews the Board's authorisation to decide on the repurchase and transfer of the company's own shares. Such a mandate would authorise the Board to make decisions regarding the repurchase of the company's shares during the period until the next AGM.

Any such repurchase could be effected both via the stock market and by offers to the shareholders. The proposal is that the mandate to the Board should also include the scope for assigning repurchased shares within the constraints of relevant legislation.

In order for the resolution to be valid, it must be supported by shareholders representing at least two thirds of the votes cast as well as the shares represented at the AGM.

Authorisation for new share issue (item 17)

The Board of Directors proposes that the AGM renews the Board's authorisation to decide on a new issue of Class B shares corresponding to a maximum of one tenth of the company's issued shares. Such a mandate would entail the Board being able to make a decision on a new share issue during the period until the next AGM. The terms of the issue, including the issue price, must be based on a market assessment in which the issue price in each case is set as close to the market value as possible, less the discount which may be necessary to generate interest in the subscription.

In order for the resolution to be valid, it must be supported by shareholders representing at least two thirds of the votes cast as well as the shares represented at the AGM.

OTHER

Annual report, Auditor's Report and other documents (in Swedish) will be available at company headquarters and on the company's website www.xano.se not later than three weeks prior to the AGM. Copies of the documents will be sent without charge to those shareholders who so request and provide their address to the company.

At the meeting, the Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, and circumstances that can affect the assessment of the company's or its subsidiaries' financial situation, or the company's relation to other Group companies.

At the time of this notice, the total number of shares in the company stands at 59,640,298, of which 14,577,600 Class A shares and 45,062,698 Class B shares, in total corresponding to 190,838,698 votes. The company holds 329,690 Class B shares, corresponding to 329,690 votes, which cannot be represented at the AGM.

Processing of personal data

XANO Industri AB, with corporate identity number 556076-2055 and registered office in Jönköping, Sweden, is the personal data controller responsible for the processing of personal data in connection with the AGM. For information on how your personal data is processed, see:

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Jönköping in April 2025

XANO Industri AB (publ)

Board of Directors

For more information, please contact:

» Lennart Persson, President and CEO, +46 36 31 22 33

XANO Industri AB (publ)

www.xano.se

XANO develops, acquires and operates niche engineering companies offering manufacturing and development services for industrial products and automation equipment. The Group's operations are divided into three business units and are represented in the Nordic countries, Estonia, the Netherlands, Poland, China, USA and Australia. Consolidated revenue totals SEK 3.3 billion and the number of employees is approx. 1,400. XANO's Class B shares were introduced on the stock exchange in 1988 and are listed on Nasdaq Stockholm in the Mid Cap segment.